Permit #F00021769-A

FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00021769-A **Type of Permit:** FILMING **Release Date:** 11/13/2009

Production Company O POSITIVE LLC

Insured Company Name O POSITIVE LLC
Contact Phone No. 1 212-557-7000
Contact Phone No. 2
Fax 212-557- 7070
Address 36 W 25TH ST, 11TH FLOOR
NEW YORK, New York 10010

Production Title FED EX

Type of Production Commercial - Standard

Producer Marc Grill

Director Jim Jenkins

1st AD Rhonda Raulston

Production Manager Devon Clark

FilmL.A. Coordinator Adrian Fayad

Location Manager David Nakata
Primary Phone Office - 212-557-7000
Secondary Phone Mobile - 818-355-5517

Location Assistant David Nakata
Primary Phone Mobile - 818-355-5517
Secondary Phone

Fees

Posting 300	$52.00
Notification Charge	$155.00
FILMLA FILM PERMIT RIDER FEE	$100.00
LA CITY FIRE SAFETY OFFICER	$2,176.00

Total Permit Fee $2,483.00

Number of Locations 3

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Summary Information — Location

Permit Number F00021769-A
Production Company O POSITIVE LLC
Insured Company O POSITIVE LLC
Production Title FED EX

Location Manager David Nakata
Primary Phone Office - 212-557-7000
Secondary Phone Mobile - 818-355-5517

Location Address 811 Wilshire Blvd, Los Angeles, CA, 90017

Location Names

Location Type Office Building

Location Description

Film Dates 11/15/2009 - 11/15/2009 06:00 - 22:00

Open or Closed to the Public Closed

Generic Conditions
Community Survey Obtained
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.
Uniformed officers shall have a copy of the film permit in their possession and are required to confirm that all traffic control signage devices are in place.

Please see attached documents
O POSITIVE. CLOSURE ON FLOWER.pdf
O POSITIVE. CLOSURE ON WILSHIRE BLVD..pdf
Downtown LA July 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	7
Cast/Crew vehicles	40
Cube Trucks	4
Generator	1
Honey Wagons	1
Motor Homes	1
Portable restrooms	1
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	55
Off-Duty/Retired LAPD Officer(s)	2
Spot Check	1

Filming Activities Interior Dialogue; company will be doing a tie-in; filming activity in suite 1200;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Coordinator Note SPOT CHECK PER CAPTAIN FOWLKS.

Coordinator Note RIDER A - RELEASES LOCATION AND COLLECTS FEES.

Parking
Base Camp
Location Type : Location

Crew Parking
Location Type : To Be Determined

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Insured Company O POSITIVE LLC
Production Title FED EX

Location Manager David Nakata
Primary Phone Office - 212-557-7000
Secondary Phone Mobile - 818-355-5517

	Street : Location and posted areas		Street : TBD
Posting "No Parking" signs	1) E/S of Lebanon St from 6th St to Wilshire Blvd		
Approximate Footage	0 - 300	**Log Number**	1006521
Date(s)	11/15/2009 to 11/15/2009	**Time(s)**	06:00 to 22:00
Posting "No Parking" signs	2) W/S of Flower St. from 6th St. to Wilshire Blvd (REVISED)		
Approximate Footage	0 - 300	**Log Number**	1006521
Date(s)	11/15/2009 to 11/15/2009	**Time(s)**	06:00 to 22:00
Lane / Full Closure	1)N/S curblane of Wilshire Blvd from Flower St to Figueroa		
Approximate Footage	301 - 600		
Date(s)	11/15/2009 to 11/15/2009	**Time(s)**	06:00 to 22:00
Lane / Full Closure	2) W/S curblane of Flower St from 6th St. to Wilshire Blvd (REVISED)		
Approximate Footage	0 - 300		
Date(s)	11/15/2009 to 11/15/2009	**Time(s)**	06:00 to 22:00

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Summary Information — Location

Permit Number F00021769-A
Production Company O POSITIVE LLC
Insured Company O POSITIVE LLC
Production Title FED EX

Location Manager David Nakata
Primary Phone Office - 212-557-7000
Secondary Phone Mobile - 818-355-5517

Location Address 202 W 1st St, Los Angeles, CA, 90012

Location Names

Location Type Office Building

Location Description LA CITY/LA TIMES BUILDING

Film Dates 11/14/2009 - 11/14/2009 06:00 - 22:00

Open or Closed to the Public Closed

Generic Conditions
All vehicles must be parked on private property
Must comply with attached conditions
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Please see attached document Downtown LA July 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	7
Cast/Crew vehicles	40
Cube Trucks	4
Generator	1
Honey Wagons	1
Motor Homes	1
Portable restrooms	1
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	55
LA City UFSO assigned	24533

Filming Activities Interior Dialogue; filming activity 5th & 6th Floor.;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes No parking in red zones on 1st St., Main St - Alameda St

Coordinator Note UFSO REQUIRED. 11/14; 06:00 - 22:00 HOURS.

Coordinator Note GENERATOR WILL BE PLACED IN PARKING STRUCTURE, AND CABLING WILL BE DONE THROUGH 5TH FLOOR AND UP STAIRWELL TO 6TH FLOOR.

Coordinator Note RIDER A - RELEASES LOCATION AND COLLECTS FEES.

Parking

Base Camp
Location Type : Location
Street : 201 W. 1st St

Crew Parking
Location Type : Location
Street : 201 W. 1st St.

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Summary Information — Location

Permit Number	F00021769-A	**Location Manager**	David Nakata
Production Company	O POSITIVE LLC	Primary Phone	Office - 212-557-7000
Insured Company	O POSITIVE LLC	Secondary Phone	Mobile - 818-355-5517
Production Title	FED EX		

Location Address 5735 Melrose Ave, Los Angeles, CA, 90038

Location Names

Location Type Office Building

Location Description

Prep Dates 11/11/2009 - 11/11/2009 06:00 - 22:00

Film Dates 11/12/2009 - 11/12/2009 06:00 - 22:00

Open or Closed to the Public Open

Generic Conditions No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.
Uniformed officers shall have a copy of the film permit in their possession and are required to confirm that all traffic control signage devices are in place.

Please see attached documents O POSITIVE. CLOSURE ON VINE ST.pdf
20091110172516.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	7
Cast/Crew vehicles	40
Cube Trucks	3
Generator	1
Honey Wagons	1
Motor Homes	1
Portable restrooms	1
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	55
LA City UFSO assigned	24533
Off-Duty/Retired LAPD Officer(s)	2

Filming Activities Interior Dialogue; **PREP - 10 CREW MAX. ART DEPT** ; filming activity on 2nd Floor ;

Jurisdiction **Political:** Los Angeles City - Council District 13 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Coordinator Note COMMUNITY SURVEY IS REQUIRED FROM RESIDENTS WITHIN 300' OF FILMING LOCATION AND 200' OF PARKING OF PRODUCTION VEHICLES.

Coordinator Note BUILDING WILL BE CLOSED TO GENERAL PUBLIC, EXCEPT FOR 2 EMPLOYEES WORKING ON THE 1ST FLOOR.

Coordinator Note UFSO REQUIRED. 11/12; 06:00 - 22:00 HOURS.

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Summary Information — Location

Permit Number	F00021769-A	**Location Manager**	David Nakata
Production Company	O POSITIVE LLC	Primary Phone	Office - 212-557-7000
Insured Company	O POSITIVE LLC	Secondary Phone	Mobile - 818-355-5517
Production Title	FED EX		

Parking

Base Camp
Location Type : Location
Street : Location

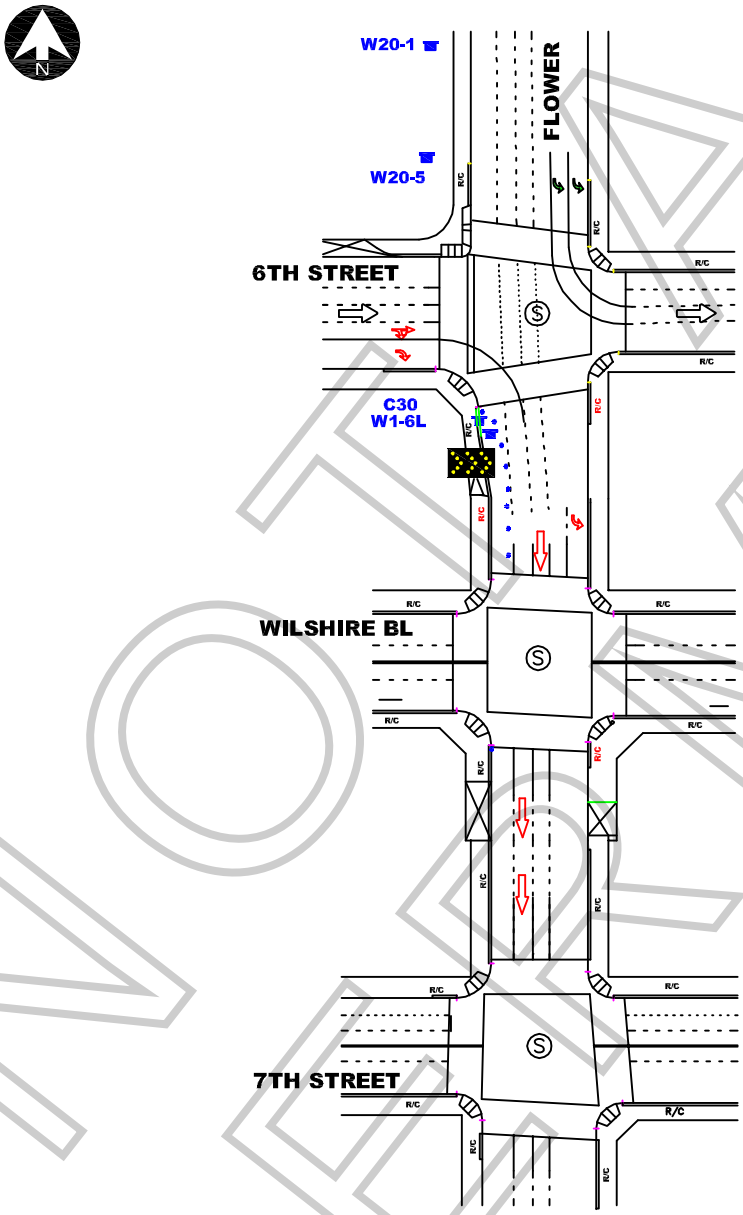
Crew Parking
Location Type : To Be Determined
Street : TBD

NOT A PERMIT

Permit #F00021769-A

TRAFFIC CONTROL FOR:
O POSITIVE
"FEDEX"

FILM L.A.:
ADRIAN FAYAD



ALL TRAFFIC CONTROL WILL BE INSTALLED AND CONFORM TO THE MUTCD AND WATCH MINIMUM REQUIREMENTS

WORK ZONE TRAFFIC CONTROL PLAN GENERAL NOTES

1. DATE/TIME: 11-15-09 FROM 06:00 HOURS TO 22:00 HOURS.
2. ALL SIGNING, STRIPING, AND TRAFFIC CONTROL DEVICES SHALL CONFORM TO THE (CURRENT) STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION (CALTRANS) STANDARD PLANS AND STANDARD SPECIFICATIONS, CALIFORNIA MUTCD, AND ANY ADDENDUMS THERETO, AND AS SHOWN ON THESE PLANS, SYMBOLS AND ABBREVIATIONS USED ARE SHOWN ON CALTRANS STANDARD PLANS A10A&B, A20A-D, AND A24A-E.
3. THERE WILL BE NO INTERFERENCE WITH TRAFFIC SIGNALS OR CROSSWALKS.
4. CONES WILL BE 28" MINIMUM HEIGHT AND HAVE REFLECTORIZED SLEEVES FOR NIGHT WORK.
5. POLICE WILL DIRECT TRAFFIC IF NECESSARY.

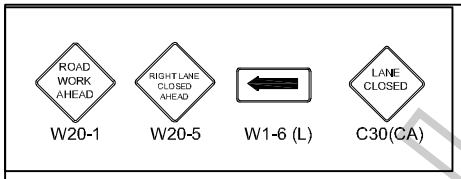
JCL BARRIDADE COMPANY.
2334 E. EIGHTH ST., CA 90021
Ph: (213) 622-9775
Fax: (213) 622-9790
CA Lic # 805357
TRAFFIC PLAN DRAWN BY:
ISMAEL RODRIGUEZ

PROJECT LOCATION:
FLOWER STREET
6TH STREET TO WILSHIRE BLVD
CITY OF LOS ANGELES, CA

LOCATION CONTACT:
TIM BALLOU
OFFICE #: 213.763.9000

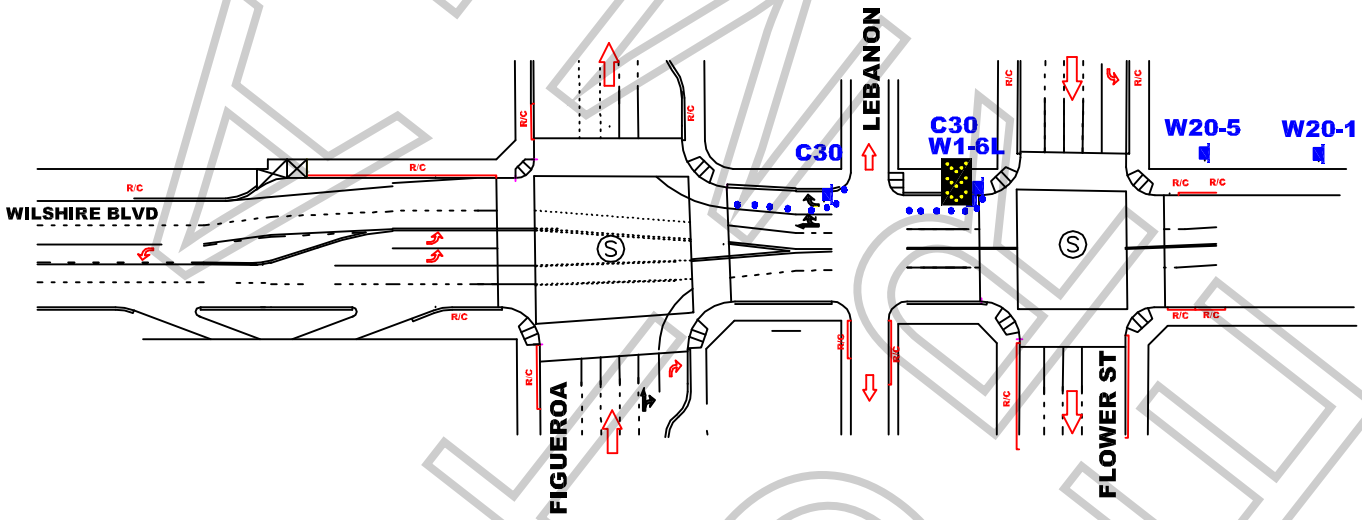
REV#	DATE	REVISION DESCRIPTION

NOT A PERMIT



FILM L.A.:
ADRIAN FAYAD

ALL TRAFFIC CONTROL WILL BE INSTALLED AND CONFORM TO THE MUTCD AND WATCH MINIMUM REQUIREMENTS



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JCL BARRICADE COMPANY,
2334 E. EIGHTH ST., CA 90021
Ph: (213) 622-9775 * Fax: (213) 622-9790
CA Lic # 805357
TRAFFIC PLAN DRAWN BY:
ISMAEL RODRIGUEZ
Traffic control plan is drawn per MUTCD & 2006 Work Area Traffic Control Handbook

TRAFFIC CONTROL FOR:	PROJECT LOCATION:	LOCATION CONTACT:
O POSITIVE "FEDEX"	BURBANK BL VAN NUYS TO VESPAR CITY OF LOS ANGELES, CA	MICAHELA WRIGHT OFFICE # 626.934.1280

REV#	DATE	REVISION DESCRIPTION

Permit #E00021769-A

FILMLA

SPECIAL FILMING CONDITIONS
RESIDENTIAL/COMMERCIAL AREAS OF
DOWNTOWN METROPOLITAN LOS ANGELES

The Special Filming Conditions described below will be included in the terms and conditions of permits issued for filming in this area and are in addition to the standard terms and conditions applicable to filming permits generally. While these Special Filming Conditions will be included as terms if a permit for filming in this area is issued, they are not intended to, and do not, establish the criteria or standards for determining whether or not a particular permit (or permits) will be issued for this area. The decision whether or not a particular permit (or permits) will be issued is vested in the discretion of the appropriate City or County department or their designees (including FilmL.A., Inc.), to be exercised consistent with public health, safety and general welfare, and applicable land-use ordinances.

The Downtown Los Angeles Central Business District is occupied by commercial/industrial businesses, as well as residential properties. There are also many popular hotels in the downtown area frequented by visitors taking advantage of our city's cultural, historical and recreational venues.

In order to better balance the concerns of business/commerce and provide for the residential aspects of this area of Los Angeles, FilmL.A. has developed the following Special Filming Conditions. Your cooperation in adhering to the Conditions will ensure the industry's continued access to these vitally important filming sites.

NOTE: THE FOLLOWING SPECIAL FILMING CONDITIONS DO NOT APPLY TO THOSE AREAS ZONED AS "LIGHT MANUFACTURING/PARKING" OR "HEAVY MANUFACTURING".

- **All filming activities (including parking of production equipment, cast/crew parking, catering, and preparation/strike) within 200 feet of any residential building (including hotels) are not permitted between the hours of 10 p.m. and 7 a.m. unless first approved by FilmL.A.** through the approved Filming Survey procedure and indicated on the permit.

- **Low level helicopter activity within ½ of a mile of residential buildings and taking place between the hours of 10:00 p.m. and 7:00 a.m. will not be allowed.**

- **All low-flying helicopter work in the vicinity of buildings, especially residential structures, requires the Federal Aviation Administration (FAA) reviewed and accepted plan of activities also to be filed with FilmL.A.**

- **Notification of the representatives of residents, merchants and businesses within 500 feet of all filming activities should be done 48 hours in advance of filming or substantial prep work, time permitting.** Additional notification beyond a distance of 500 feet may be required for permits requesting extraordinary filming activities, to be determined by FilmL.A.

- **Due to the congestion from normal commuter traffic, Intermittent Traffic Control (ITC) is generally not permitted on weekdays between the hours of 7:00 a.m. - 9:00 a.m. and 3:00 p.m. - 7:00 p.m.**

- **Production companies are required to completely remove all trash, food, cardboard boxes, etc.** from the general vicinity at the end of each filming day. Food should **NOT** be given directly to the homeless persons in the area; if a production company wishes to donate food, it

FilmL.A. Inc. NOT A PERMIT

should be delivered to missions or groups in the area which are designated and sanctioned to distribute food and other supplies to the homeless. Production companies will be held responsible for the actions of catering companies contracted to provide food for cast and crew.

- **All of the Special Conditions referenced herein apply to filming in or near the 2nd and 3rd Street tunnels.** All filming activities within the tunnels between the hours of 10:00 p.m. and 7:00 a.m. must be contained to areas at least 100 feet from tunnel openings, unless signature approval is obtained from affected residential buildings near the tunnel entrances, and indicated on the permit. The activities may not be audible beyond tunnel openings, and lighting may not illuminate or affect any nearby buildings.

In addition to the conditions referenced above, production companies must adhere to the following conditions when filming on Lower Grand Avenue between General Thaddeus Kosciusko (GTK) Way and 4th Street:

- **The walls of Lower Grand Avenue are private property** and may not be dressed, painted, or used in any way unless permission is granted by the representative of the affected property. The following are the names and phone numbers of the most affected building representatives:

o Museum of Contemporary Art (MOCA)	Cari Stafford	213.621.2766
o One California Plaza, (Maguire Properties)	Natalie Park	213.687.2284
o Two California Plaza, (Maguire Properties)	Natalie Park	213.687.2284
o Wells Fargo Center (Maguire Properties)	Holly Mattan	213.253.4297
o Omni Hotel	Dan Pietrowski	213.617.3300
o Museum Tower & Grande Promenade	Aaron Bazile	213.229.9777
o Angelus Plaza	Joan Marke	213.623.4352

- **Blocking of loading docks or parking garage entrances and exits is strictly prohibited.**

- **No special effects, including smoke, steam or fog may occur on Lower Grand Avenue** without first obtaining clearance from the appropriate building contacts and maintenance engineers. Contact must be made at least **48 hours prior** to the proposed effect(s) unless appropriate, prior notifications to designated property management representatives have been made.

- **Generators may not be placed on the enclosed portion of Lower Grand Avenue. Suggested areas for generator placement are:**

1. the curb lane of 4th Street at least 200 ft east of Lower Grand Avenue;
2. the curb lane of 4th Street west of Lower Grand Avenue beyond the left turn lane; or
3. the center of Lower Grand Avenue directly under the openings to Upper Grand Avenue.

- **Companies must obtain property contact approval prior to covering or removing any building signage** and must replace removed/covered signs with temporary signage similar to the originals. If directional or street signage is removed, the production company must provide **complete directional signage** in the surrounding area, with emphasis on alternate parking entrances and exits. **Street signs may only be removed with FilmL.A. approval.**

- **Any filming activities requested and approved with less than 48-hour notification may not interfere with other ongoing activities in the area.**

FILMING NOT A PERMIT

SPECIAL FILMING CONDITIONS
RESIDENTIAL/COMMERCIAL AREAS OF
DOWNTOWN METROPOLITAN LOS ANGELES

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FilmL.A. Inc. NOT A PERMIT

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In addition to the conditions referenced above, production companies must adhere to the following conditions when filming on Lower Grand Avenue between General Thaddeus Kosciusko (GTK) Way and 4th Street:

- **The walls of Lower Grand Avenue are private property** and may not be dressed, painted, or used in any way unless permission is granted by the representative of the affected property. The following are the names and phone numbers of the most affected building representatives:

o Museum of Contemporary Art (MOCA)	Cari Stafford	213.621.2766
o One California Plaza, (Maguire Properties)	Natalie Park	213.687.2284
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o Omni Hotel	Dan Pietrowski	213.617.3300
o Museum Tower & Grande Promenade	Aaron Bazile	213.229.9777
o Angelus Plaza	Joan Marke	213.623.4352

- **Blocking of loading docks or parking garage entrances and exits is strictly prohibited.**

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- **Generators may not be placed on the enclosed portion of Lower Grand Avenue. Suggested areas for generator placement are:**

1. the curb lane of 4th Street at least 200 ft east of Lower Grand Avenue;
2. the curb lane of 4th Street west of Lower Grand Avenue beyond the left turn lane; or
3. the center of Lower Grand Avenue directly under the openings to Upper Grand Avenue.

- **Companies must obtain property contact approval prior to covering or removing any building signage** and must replace removed/covered signs with temporary signage similar to the originals. If directional or street signage is removed, the production company must provide **complete directional signage** in the surrounding area, with emphasis on alternate parking entrances and exits. **Street signs may only be removed with FilmL.A. approval.**

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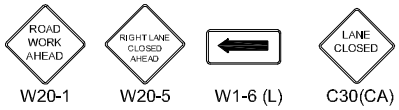
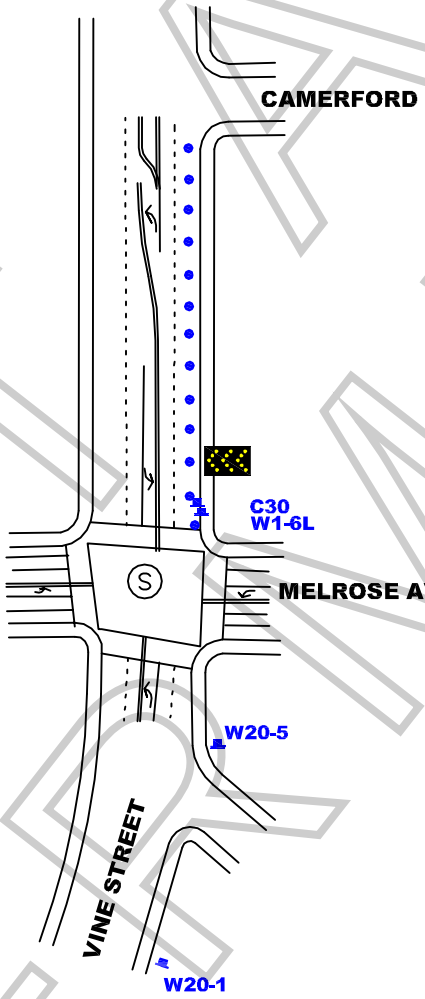
FILMING NOT A PERMIT

Permit #F00021769-A



TRAFFIC CONTROL FOR:
O-POSITIVE
"FEDEX"

FILM L.A.:
ADRIAN FAYAD



ALL TRAFFIC CONTROL WILL BE INSTALLED AND CONFORM TO THE MUTCD AND WATCH MINIMUM REQUIREMENTS

NOT A PERMIT

WORK ZONE TRAFFIC CONTROL PLAN GENERAL NOTES

1. DATE/TIME: 11-12-09 FROM 06:00 HOURS TO 22:00 HOURS.
2. ALL SIGNING, STRIPING, AND TRAFFIC CONTROL DEVICES SHALL CONFORM TO THE (CURRENT) STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION (CALTRANS) STANDARD PLANS AND STANDARD SPECIFICATIONS, CALIFORNIA MUTCD, AND ANY ADDENDUMS THERETO, AND AS SHOWN ON THESE PLANS, SYMBOLS AND ABBREVIATIONS USED ARE SHOWN ON CALTRANS STANDARD PLANS A10A&B, A20A-D, AND A24A-E.
3. THERE WILL BE NO INTERFERENCE WITH TRAFFIC SIGNALS OR CROSSWALKS.
4. CONES WILL BE 28" MINIMUM HEIGHT AND HAVE REFLECTORIZED SLEEVES FOR NIGHT WORK.
5. POLICE WILL DIRECT TRAFFIC IF NECESSARY.

JCL BARRICADE COMPANY.
2334 E. EIGHTH ST., CA 90021
Ph: (213) 622-9775
Fax: (213) 622-9790
CA Lic # 805357
TRAFFIC PLAN DRAWN BY:
ISMAEL RODRIGUEZ

PROJECT LOCATION:
VINE STREET
FROM MELROSE TO CAMERFORD
CITY OF LOS ANGELES, CA

LOCATION CONTACT:
MICHAELA WRIGHT
OFFICE # 626.934.1280

REV#	DATE	REVISION DESCRIPTION

Appointment of Beautiful Day Permits
As Authorized Agent and Representative

I certify that I am a representative of O Positive LLC ("Principal") and am authorized to enter into binding contractual agreements on it behalf. I further certify that I am authorized by Principal to appoint other representatives and agents for Principal and to give such representatives and agents authority to enter into and bind Principal to agreements relating to the issuance of and compliance with location film (e.g. theatrical, television, commercial and other motion picture filming) and still photographic permits, including the permits themselves and any riders to such permits. Acting on behalf of Principal in my capacity as its authorized representative, I appoint Beautiful Day Permits and its employees and agents ("BDP") as Principal's authorized representatives and agents to apply for location film (e.g. theatrical, television, commercial and other motion picture filming) and still photographic permits on behalf of Principal through ("Film L.A., Inc.") for any city, county or other jurisdiction where Film L.A., Inc. operates; to negotiate, discuss, accept, modify, agree to and bind Principal to the terms and conditions of such permits (including all restrictions and/or community guidelines applicable to and such permit); and to execute such permits on behalf of Principal. Principal understands, acknowledges and agrees that it (and/or it insurer) remains responsible and liable for all obligations imposed by or incidental to any permit or rider issued to Principal signed by any employee or agent of (including any coordinator, runner of messenger used by) BDP. Principal further agrees to comply with the terms and conditions of any such permits and hereby appoints BDP as an authorized representative to facilitate compliance with such terms and conditions following issuance of any such permits and to enter into agreements for Principal with respect thereto. Any person, agency, entity, or organization (including Film L.A., Inc. and any city, county, or other jurisdiction where Film L.A., Inc operates) may rely upon this appointment and need not obtain further authorization for any act described herein. An original or faxed copy of this be revoked by Principal at any time in writing delivered to Film L.A., Inc., but in any case shall expire one (1) year from the date of execution set forth below.

I declare under penalty of perjury under the laws of the State of California that I am authorized to appoint BDP as agent for Principal, and based upon that authority I hereby appoint BDP as Principal's agent as set forth herein.

Dated: 4-3-09

Dean Clark
Name of Principal

By: Dean Clark
Representative's Signature

Dean Clark
Print Representative's Name

Producer
Representative's Title

36 W 25th St
NY NY 10010
Principal's Address

310 795 0237
Principal's Telephone

Jordan & Michaela Wright
Beautiful Day Permits
Phone (626) 934 - 1280
Fax (626) 934 - 1281

NOT A PERMIT